



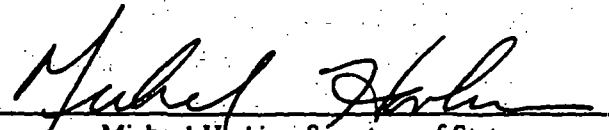
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF AMENDMENT OF SONS OF GWALIA (U.S.A.)  
LTD. FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF OCTOBER, A.D.  
1988, AT 9 O'CLOCK A.M.

|||||



882920120

  
Michael Harkins, Secretary of State

AUTHENTICATION: 11908763

DATE: 10/28/1988



10756482

SONS OF GWALIA (U.S.A.) LTD.

**CERTIFICATE OF  
AMENDMENT OF CERTIFICATE OF INCORPORATION**

The undersigned, being the President and Secretary of Sons of Gwalia (U.S.A.) Ltd. (the "Corporation"), pursuant to Section 242 of the General Corporation Law of the State of Delaware, hereby certify as follows:

1. The directors of the Corporation, by unanimous written consent in lieu of a meeting, have duly adopted a resolution proposing an amendment to the Certificate of Incorporation as filed in the office of the Secretary of State of the State of Delaware on June 16, 1987 and amended on May 5, 1988 (as so amended, the "Certificate of Incorporation") as set forth below, have declared the advisability of such amendment, and have directed that the amendment be presented to the sole shareholder of the Corporation for approval.

2. The sole shareholder of the Corporation has duly approved the amendment to the Certificate of Incorporation set forth below by written consent in lieu of a meeting.

3. The following amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law:

Article FIRST of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

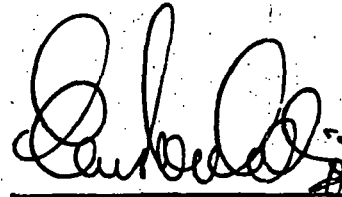
"FIRST: The name of the Corporation is GWALIA (U.S.A.) LTD. (hereinafter called the "Corporation")."

4. Except as amended hereby, the Certificate of Incorporation shall remain in full force and effect.

Dated: October 10 1988



Peter K Lalor  
President



E.M. Ross-Adjie  
Secretary

Attest: